



THE UNITED STATES
CORPORATION
COMPANY

A 99000001456

ACCOUNT NO. : 072100000032

REFERENCE : 364917 84041A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 1,785.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -3 PM 3:31

ORDER DATE : September 3, 1999

ORDER TIME : 1:44 PM

ORDER NO. : 364917-005

300002978853--3

CUSTOMER NO: 84041A

CUSTOMER: Ms. Norma Deguenther
OUTBACK STEAKHOUSE OF FLORIDA,
OUTBACK STEAKHOUSE OF FLORIDA,
Suite 200
550 North Reo Street
Tampa, FL 33609

DOMESTIC FILING

NAME: OUTBACK/NEW ENGLAND-I,
LIMITED PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

RECEIVED
99 SEP -3 PM 2:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B/C 9/3/99

CERTIFICATE OF LIMITED PARTNERSHIP
OF
OUTBACK/NEW ENGLAND-I, LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -3 PM 3:31

1. OUTBACK/NEW ENGLAND-I, LIMITED PARTNERSHIP
(Name of Limited Partnership; must contain a suffix such as "Limited," "Ltd.," or "Limited Partnership")
2. 550 North Reo Street, Suite 200, Tampa, Florida 33609
(Business address of Limited Partnership)
3. JOSEPH J. KADOW
(Name of Registered Agent for Service of Process)
4. 550 North Reo Street, Suite 200, Tampa, Florida 33609
(Florida street address for Registered Agent)
5. _____
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 550 North Reo Street, Suite 200, Tampa, Florida 33609
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2036
8. Name(s) of general partner(s): _____ Street address: _____

OUTBACK STEAKHOUSE OF FLORIDA, INC. 550 North Reo Street, Suite 200
Tampa, Florida 33609

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 1st day of September, 19 99.

OUTBACK STEAKHOUSE OF FLORIDA, INC., a Florida corporation, as the sole General Partner

By: _____
Joseph J. Kadow, Vice President and General Counsel

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -3 PM 3:31

The undersigned, constituting the sole general partner of OUTBACK/NEW ENGLAND-I, LIMITED PARTNERSHIP, a Florida Limited Partnership, certify that:

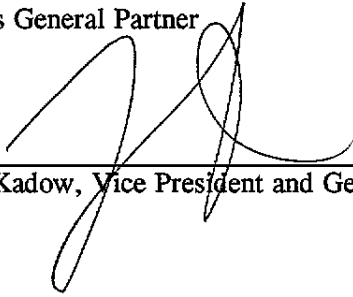
1. The amount of capital contributions to date of the limited partners is \$ 0.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 475,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 1st day of September, 19 99.

OUTBACK STEAKHOUSE OF FLORIDA, INC., a Florida
corporation, as General Partner

By: 
Joseph J. Kadow, Vice President and General Counsel